

WESTERN STATE UNIVERSITY COLLEGE OF LAW

SALES – FALL 2023 LAW 321 B – Room L841

Professor: Briahna J.M. Chuvac

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Class Time: Thursdays, 6:30 PM – 9:40 PM

Office Hours: TBD – *on campus & telephonic/zoom options available*

Class Materials

Required Text

1) **Edith R. Warkentine, Sales: A Context and Practice Casebook, Second Edition.**
ISBN: 978-1-61163-836-3

2) **Commercial Law, Selected Statutes, *2023 – 2024**

ISBN: 9798887860206

**Any edition after 2010 will be sufficient so long as it includes Article 1 and 2 of the UCC, including the official comments.*

COURSE DESCRIPTION

This course will provide a comprehensive introduction into Article 2 of the Uniform Commercial Code. The Uniform Commercial Code, (*hereinafter UCC*), is a codified statute intended to govern commercial transactions “uniformly” within the United States.

The UCC broadly governs the vast majority of commercial transactions, including e-commerce transactions and everyday purchases by consumers. “Goods” – as regulated by the UCC can include many purchases you may not have thought of, including: an automobile, a laptop computer, a cell phone, some online ecommerce purchases (*Amazon*), and much more.

From a policy standpoint, the UCC was enacted to ensure fairness, efficiency, and uniformity in commercial transactions through the whole of the United States. Reasoning: If a business in State A knew a business in State B could usurp the legal consequences of breaking a contract in a certain/given state, it would likely dissuade business A from initially entering into the contract.

COURSE OBJECTIVES

- Understanding basic substantive law under Article 2 of the UCC,
- Further developing statutory analysis skills,
- Expanding legal analysis and communication skills,
- Utilizing practice skills via statutory and case learning methods, &
- An understanding of “Sales” sufficient to prepare you for the California Bar Exam.

COURSE METHODOLOGY

There are three key learning opportunities in preparing for and attending a Sales class: **(1)** cases, **(2)** problems, and **(3)** statutes. You are expected to be purposeful in your class preparation.

Sales, as a class, is a chance to use and implement real-world skills you will use as a lawyer. Since in practice, you will generally rely on both case law and statutes. However, these multi-faceted learning opportunities come with the responsibility of staying current with class information AND seeking assistance as soon as you think you may have fallen behind.

COURSE POLICIES

Class Preparation

You are expected to spend, at minimum, 2 hours of preparation for every one hour of official class time. For our purposes, this means you should expect to spend a minimum of 6 hours per week preparing for class. This may include briefing, reading statutes, reading official comments, taking notes, writing flashcards, outlining, reading supplements, listening to audio lectures, watching educational videos, CALI, or anything else needed in preparation of class.

-And in furtherance of preparing for your final exam.

You will be expected to read, digest, and include the Official Comments referenced for each statute in your classwork. You will be tested on the Official Comments, please do not skip them. I strongly caution against letting work pile up in a course such as Sales, as it is quite voluminous.

Participation - Participation, is defined as meaningful contributions to class time, discussions, office hours, thoughtful questions, and the like. Participation is not, asking an abundance of questions trying to get points. Participation is expected to be robust, meaningful, and qualitative.

Professionalism - Under no circumstances will any unprofessional conduct be tolerated. While Sales itself is not normally a course ripe with hot-button or controversial cases/issues, it is expected everyone in class will be respectful, courteous, and professional at all times.

Attendance - No more than **2 (two) absences** are permitted without being withdrawn from the course and receiving a failing grade, under the guiding policies of Western State College of Law.

Missing 2 (two) night classes is the equivalent of missing about 14-16% of class, amounting to a substantial amount of instruction. Best practices recommend attending every class, if possible.

Assignments – Assignments are expected to be completed, in full. Example: In *Warkentine*, you will need to prepare answers to the “Exercises” in the book, as you read each chapter. You will also reference your *Code Book* to read, analyze, and use each statute mentioned in *Warkentine*.

ELECTRONICS POLICIES

Computer – While you are strongly discouraged from any computer use during class, it is permissible to use your computer for note taking or briefing purposes only. Tasks including: iMessage, WhatsApp, email, games, texting, sharing briefs, social media, or any non-class related activities, are prohibited. You will have approximately 40 hours of in-class time in this course, make it count! If this policy is broken, it may become a computer free classroom.

Cell Phones – Cell phones, will not be permitted during class time. If there is a family emergency or other reason to be “on call” during class, please reach out before class time starts.

Audio/Video Recording – No audio, video, photographic, or other recording or any kind shall take place without prior express permission.

PLAGIARISM

There is a zero-tolerance plagiarism policy in coursework, exams, briefs (*book or otherwise*), assignments, “group-work”, or any other type of verbal or written work.

Basic definition - Plagiarize: to steal and pass off (the ideas or words of another) as one’s own use (another’s production) without crediting the source. (*Webster’s, 2022*)

Nuanced definition - “**Plagiarism** is the act of taking a person’s original work and presenting it as if it was one’s own. Plagiarism is not illegal in the United States in most situations. Instead, it is considered a violation of honor or ethics codes and can result in disciplinary action from a person’s school or workplace. However, plagiarism can warrant legal action if it infringes upon the original author’s copyright, patent, or trademark.

Plagiarism can also result in a lawsuit if it breaches a contract with terms that only original work is acceptable. To avoid plagiarism, a person should always properly attribute any information they use to the original author through quotes or citations. Further, there are many free online plagiarism checkers to ensure that a person’s work is free of plagiarism such as Grammarly, Duplichecker, or Quetext.” (*Updated in November of 2021, Wex Definitions Team for Legal Information Institute.*)

For more information on plagiarism, please see: [https://www---staging-mp6ykpkm7cbbg.us.platform.sh/sites/default/files/policy%20\(1\).pdf](https://www---staging-mp6ykpkm7cbbg.us.platform.sh/sites/default/files/policy%20(1).pdf)

Any violation of standards set forth may result in the following: being removed from the class session, being marked absent, losing participation points, and penalties available in the WSCL Student Handbook.

GRADING

Participation – 15%

Midterm Examination – 15%

Final Exam – 70%

COURSE ASSIGNMENTS

<u>Class</u>	<u>Topic(s)</u>	<u>Reading Assignment</u>	<u>CALI Lesson</u>
<u>Class 1</u> 8/24/23	<ul style="list-style-type: none"> • Course Introduction • Syllabus • Introduction to the UCC • Scope & Statutory Analysis 	<ul style="list-style-type: none"> • Preface • Chapter 1 • Chapter 2 • Chapter 3 	<ul style="list-style-type: none"> • Drafting a Contract: The Sale of Goods • Exploring Article 2
<u>Class 2</u> 8/31/23	<ul style="list-style-type: none"> • Writing for Sales – CL v. UCC • Contract Formation 	<ul style="list-style-type: none"> • Chapter 4 	Formation of Contracts under UCC Article 2
<u>Class 3</u> 9/7/23	<ul style="list-style-type: none"> • Multiple Choice & Sales • Contract Formation 	<ul style="list-style-type: none"> • Chapter 4 	Formation of Contracts under UCC Article 2
<u>Class 4</u> 9/14/23	<ul style="list-style-type: none"> • Contract Defenses • Intro of Contract Terms 	<ul style="list-style-type: none"> • Chapter 5 • Chapter 6 	Battle of the Forms (UCC 2-207)
<u>Class 5</u> 9/21/23	<ul style="list-style-type: none"> • Contract Terms; Warranties, Warranty, Disclaimer & Remedy Limitations • Magnuson Moss (Fed, Scope) 	<ul style="list-style-type: none"> • Chapter 6 • Selected Statutes • Magnuson Moss 	Warranties
<u>Class 6</u> 9/28/23	<ul style="list-style-type: none"> • Contract Terms; Express Terms, Interpretation, Parol Evidence Rule 	<ul style="list-style-type: none"> • Chapter 6 	The Parol Evidence Rule
<u>Class 7</u> 10/5/23	<ul style="list-style-type: none"> • Contract Terms; Gap Fillers • Intro to Contract Performance 	<ul style="list-style-type: none"> • Chapter 8 	
<u>Class 8</u> 10/12/23	<ul style="list-style-type: none"> • TBD Class Topic/Assignment • Midterm Examination (Covers through Week 7) 	<ul style="list-style-type: none"> • TBD Assignment • Prepare for Midterm 	
<u>Class 9</u> 10/19/23	<ul style="list-style-type: none"> • Contract Performance 	<ul style="list-style-type: none"> • Chapter 9 	
<u>Class 10</u> 10/26/23	<ul style="list-style-type: none"> • Breach of Contract • Excuses for Non-Performance 	<ul style="list-style-type: none"> • Chapter 10 • Chapter 11 	
<u>Class 11</u> 11/2/23	<ul style="list-style-type: none"> • Multiple Choice & Sales • Contract Formation 	<ul style="list-style-type: none"> • Chapter 12 	UCC Remedies: An Introduction
<u>Class 12</u> 11/9/23	<ul style="list-style-type: none"> • Remedies 	<ul style="list-style-type: none"> • Chapter 12 	UCC Remedies: Buyer's Remedies when the Seller is in Breach; UCC Remedies: Seller's Remedies with the Buyer is in Breach
<u>Class 13</u> 11/16/23	<ul style="list-style-type: none"> • Remedies • Advance Issues • Possible Catch - up 	<ul style="list-style-type: none"> • Chapter 13 • Chapter 14 	Exploring Article 2
<u>Class 14</u> 11/30/23	<ul style="list-style-type: none"> • Practice Problems • Review for Final Examination 	<ul style="list-style-type: none"> • <i>TBD Assignment</i> 	

Western State College of Law – Programmatic Learning Outcomes

Western State College of Law’s curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

(1) **Doctrinal Knowledge**

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Association, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

(2) **Practice Skills**

Students will demonstrate the development of other law practice skills. Each student’s chosen outcomes within this category will be varied based on the student’s particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

(3) **Legal Analysis**

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the

legal issue.

(4) **Legal Research**

Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.

(5) **Communication**

Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker's ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author's ideas).

(6) **Advocacy of Legal Argument**

Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.

(7) **Client Sensitivity and Cultural Competence**

Students will demonstrate an awareness of clients' needs and goals, including a sensitivity to clients' background and circumstances (including, but not limited to, socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.

(8) **Legal Ethics**

Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.

DISABILITY SERVICES STATEMENT:

Western State College of Law provides accommodations to qualified students with disabilities. The Disabilities Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Students Services Suite. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation.

If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Dean Marisa Cianciarulo at mcianciarulo@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."